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ARIZONA CORPORATION COMMISSION  
DOCKETED

October 7, 2008

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DOCKETED BY nr

Mr. Brian C. McNeil  
Executive Secretary  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, AZ 85007

T-04159A-08-0516

Re: *Informational Filing* Regarding Transfers of Control Affecting Maskina Communications, Inc. f/k/a Transcom Communications, Inc.

Dear Mr. McNeil:

Maskina Communications, Inc. f/k/a Transcom Communications, Inc. ("Maskina"), by its counsel, hereby notifies the Arizona Corporation Commission ("Commission") on a *nunc pro tunc* basis of a corporate reorganization wherein Maskina became directly owned by Vyke Communications plc ("Vyke"), as a result of the acquisition of 100% of Maskina's issued and outstanding shares of capital stock from Vyke AS f/k/a Maskina AS. Additionally, for background purposes, this notice sets out the evolution of Maskina's ownership over a series of transactions.

As described in more detail below, Maskina has undergone a series of transactions that resulted in Maskina's ownership changing from 100% ownership by Transcom Holdings, Inc. to Vyke AS f/k/a Maskina AS and, finally, to Vyke. In an effort to ensure that the Commission has an accurate understanding of the current name and ownership structure of Maskina, Maskina is filing the instant notification letter.

Maskina submits that the transactions described herein do not require prior Commission approval. The change in control transactions did not involve a transfer of operating authority, assets or customers, and therefore, has not affected the identity of the company authorized to provide telecommunications services in Arizona. Maskina has continued to offer the same services at the same rates, terms and conditions. Accordingly, the transfer of control transactions have been transparent to Maskina's wholesale customers. Thus, Maskina is submitting this filing for the Commission's information only and to keep its records current.

**Maskina.** Maskina, a corporation incorporated under the laws of Texas on May 4, 1999, currently is located at 8445 Freeport Parkway, Suite 650, Irving, Texas 75063, (972) 607-4761. Although its principal services are international in nature, Maskina also offers interstate and intrastate long distance wholesale services. Maskina offers its wholesale services via a combination of a switch located in the State of Texas and transport obtained from other carriers. Currently, Maskina holds resold interexchange authorizations in 43 states, including Arizona.<sup>1</sup> Maskina is also authorized by the Federal Communications Commission to provide domestic interstate and international telecommunications services.

**The Transactions.** For background purposes, this notice sets out the series of transactions affecting the ownership and control of Maskina culminating in the corporate reorganization referenced in the first paragraph:

On December 2, 2004, pursuant to an Amended and Restated Stock Purchase Agreement, Maskina AS acquired 100% of the stock of Transcom Communications, Inc. from Transcom Holdings, Inc.<sup>2</sup> On January 11, 2005, Transcom Communications, Inc. changed its name to Maskina Communications, Inc. and notified its customers of the name change at that time. On June 27, 2005, Tower plc, a widely-held public company, acquired a 100% direct ownership interest in Maskina AS pursuant to a reverse merger, and therefore a 100% indirect interest in Maskina. Because Maskina AS remained the parent company of Maskina, and no new person or entity acquired a controlling interest in Maskina, this transaction was pro forma in nature. On November 1, 2005, Maskina AS changed its name to Vyke AS.

On January 1, 2006, Maskina was the subject of another pro forma transfer of control transaction resulting from an internal corporate reorganization. Ownership and control of Maskina was transferred from Vyke AS to Vyke. On September 27, 2006, Tower plc changed its name to Vyke. Currently, then, Maskina is wholly owned by Vyke, a publicly traded company incorporated in the United Kingdom. Vyke is located at 10 Dover Street, London, WTS 4LQ, United Kingdom. No single entity or individual owns more than a 10% interest in Vyke.

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<sup>1</sup> Docket No. T-04159A-03-0008, Decision #65990, issued 7/17/03.

<sup>2</sup> Prior to December 2, 2004, Transcom Holdings, Inc. owned two subsidiaries, Transcom Communications, Inc. (now Maskina) and Transcom Enhanced Services. Transcom Enhanced Services was retained by Transcom Holdings, Inc. and continued to operate under the Transcom name. However, the two companies – Maskina f/k/a Transcom and Transcom Enhanced Services – had no affiliation with each other after December 2, 2004.

Maskina notes that the transactions described above did not involve the transfer of any operating authority, assets, or customers. Maskina has always been the entity holding the authorizations to provide telecommunications services. Although its ownership has changed, its operations and customers were not affected by the transactions. To date, Maskina's customers have been wholesale carrier customers only, not retail customers. Maskina has continued to offer to its wholesale customers the same services at the same rates, terms and conditions pursuant to existing authorizations, tariffs, contracts, and published rates and charges. Accordingly, the transactions were generally transparent to consumers and did not result in any discontinuance of service for any customer.

Maskina has continued to maintain the managerial, technical and financial qualifications necessary to provide quality telecommunications services to consumers in Arizona, supported by the resources of Vyke. The Commission has previously reviewed and passed on Maskina's financial, managerial and technical qualifications to be an authorized telecommunications provider in Arizona in connection with its certification docket noted above. A diagram showing the corporate structure of Maskina pre and post transactions is provided in **Exhibit A**.

**Public Interest Considerations.** The transactions affecting Maskina's ownership described above, resulting in Maskina becoming wholly owned by Vyke, have been in the public interest. As noted above, Maskina has continued to offer the same services to its wholesale customers pursuant to the same operating authority as at present in Arizona. The transactions did not involve any change in the entity offering service to consumers, or the services, rates, terms and conditions of such service. Any future changes will be made in accordance with applicable Commission requirements. The transactions have been generally transparent to consumers in Arizona and have not had any adverse impact on them.

Mr. Brian C. McNeil

October 7, 2008

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As noted above, Maskina is submitting this notification for the Commission's information only and requests that it be retained in the appropriate file. Enclosed please find a duplicate of this letter, thirteen (13) copies and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Should the Commission have any questions or believe that any further action is required, please contact Winafred Brantl at (202) 342-8819.

Respectfully submitted,

**Maskina Communications, Inc.**



Danny E. Adams

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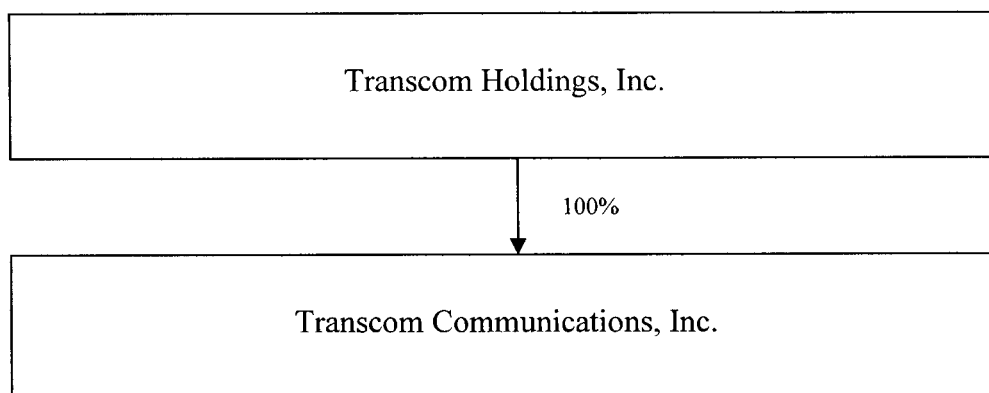
Its Counsel

\* Member of the Maryland State Bar; admission to the District of Columbia Bar pending.

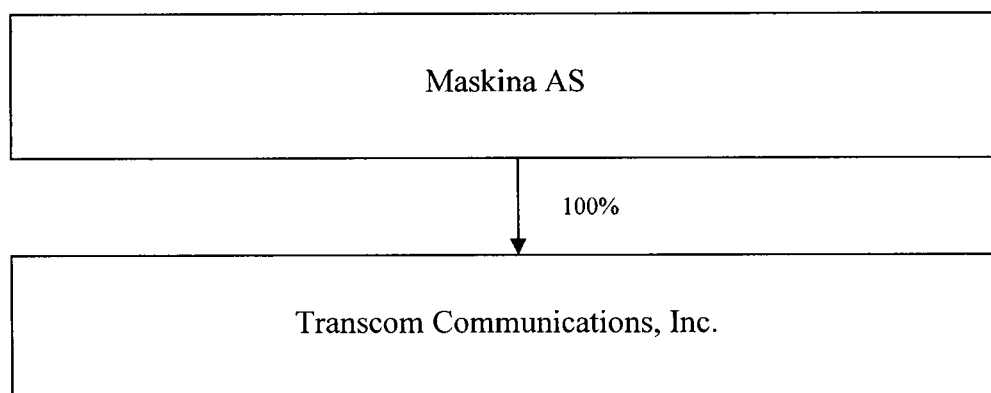
## **EXHIBIT A**

# Prior Corporate Structures

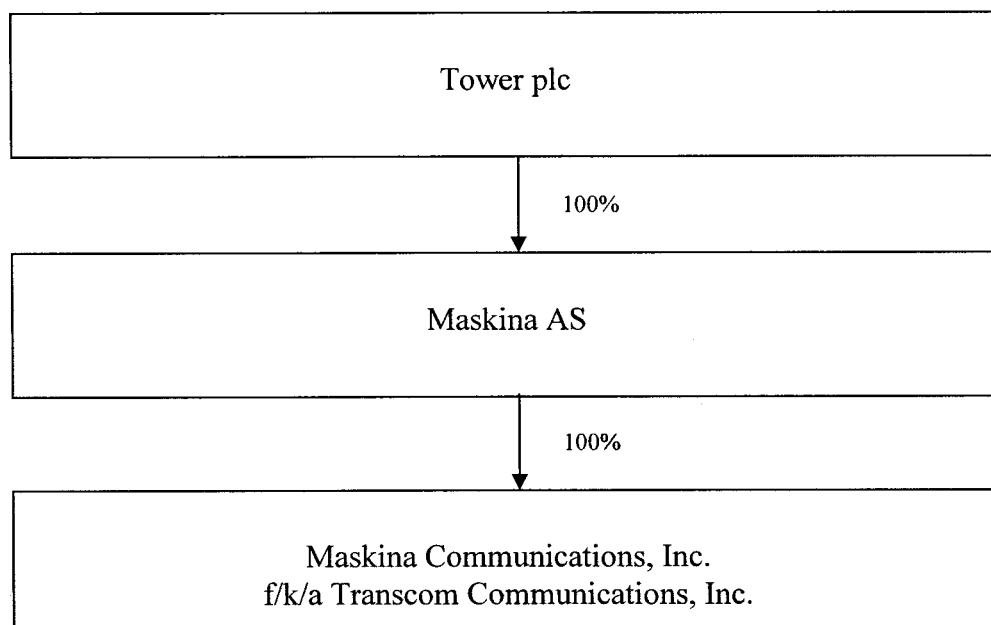
## Pre-December 2004



## As of December 2, 2004



## As of June 29, 2005



# Existing Corporate Structure

